

**THE COMPANIES ACT 2016**

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**PUBLIC COMPANY LIMITED BY SHARES**

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**CONSTITUTION**

**OF**

**LAND & GENERAL BERHAD**  
(Company No. 5507-H)

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Incorporated on the 21<sup>st</sup> day of May, 1964

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**Note:**

This Constitution was adopted by shareholders by way of Special Resolution at the 55<sup>th</sup> Annual General Meeting of the Company held on Wednesday, 12 September 2018.

THE COMPANIES ACT 2016  
MALAYSIA  
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PUBLIC COMPANY LIMITED BY SHARES  
\_\_\_\_\_  
**CONSTITUTION**  
OF  
**LAND & GENERAL BERHAD**

1. The name of the Company is “LAND & GENERAL BERHAD”.
2. The registered office of the Company will be situated in Malaysia.
3. In these presents if not inconsistent with the subject or context the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

Interpretation

**WORDS**

**MEANINGS**

The Company	...	Land & General Berhad (5507-H)
The Act	...	The Companies Act, 2016, and any statutory modification, amendment or re-enactment thereof and any and every other legislation made thereunder for the time being in force.
Central Depositories Act	...	The Securities Industry (Central Depositories) Act 1991 and any statutory modification, amendment or re-enactment thereof and any and every other legislation made thereunder for the time being in force.
Clause	...	The provisions stated in this Constitution.
Deposited Security	...	shall have the meaning given in Section 2 of the Central Depositories Act.
Depositor	...	A holder of a securities account established by the Depository.
Depository	...	Bursa Malaysia Depository Sdn Bhd.
Directors	...	The Directors for the time being of the Company.
Dividend	...	Dividend and/or bonus.

Dividend Reinvestment Scheme	...	A scheme which enables members to reinvest cash divided into new shares.
Document	...	Document(s) required to be sent or supplied under the Listing Requirements to members or securities holders of the Company.
Electronic form	...	Information, notices or Document which are sent or supplied by electronic means.
Electronic means	...	Information, notices or Documents are sent or supplied in electronic form via electronic mail (e-mail), facsimile, mobile application, web application, text and instant messaging, designated website link or designated portal or other method available arising from the development of information technology from time to time, via telecommunications network.
Exempt Authorised Nominee	...	An authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
Exchange	...	Bursa Malaysia Securities Berhad.
In writing	...	Written or produced by any substitute for writing or partly one and partly another.
Listing Requirements	...	The Listing Requirements of the Exchange including any amendment thereto that may be made from time to time.
Market Day	...	A day on which the stock market of the Exchange is open for trading in securities.
Member(s)	...	Any person/persons for the time being holding shares in the Company and whose names appear in the Register of Members including Depositors who shall be treated as if he were a member pursuant to Section 35 of the Central Depositories Act but excludes the Depository in its capacity as a bare trustee.
Month	...	Calendar month.
Office	...	The registered office of the Company.
Paid	...	Paid or credited as paid.
Record of Depositors	...	A record provided by the Depository to the Company under Chapter 24.0 of the Rules.
Register of Members	...	The Register of Members to be kept pursuant to the Act.

Rules	... shall have the meaning given in Section 2 of the Central Depositories Act.
Seal	... The Common Seal of the Company.
Securities	... Securities shall have the meaning as defined in Section 2 of the Capital Markets and Services Act, 2007 or any modification amendment or re-enactment thereof for the time being in force.
Securities account	... An account established by the Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor.
These presents	... The Constitution as originally framed or as from time to time altered by Special Resolution.
Year	... Calendar year.

Note:

The expressions “debenture” and “debenture-holder” shall include “debenture stock” and “debenture-stockholder”, and the expression “Secretary” shall include any person appointed by the Directors to perform any of the duties of the Secretary.

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

The marginal notes are inserted for convenience only and shall not affect the construction of these presents.

4. The objects for which the Company is established are:-

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| <p>4.1 To promote or assist in the promotion of any company for the purpose of acquiring the undertaking or all or any of the property and assets or any of the liabilities of this Company, or of undertaking any business or operations which may seem directly or indirectly likely to assist or benefit this Company, or to enhance the value of any property or business of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures, debenture stock or securities of any such company and to subsidise or otherwise assist any such company.</p> | <p>To promote companies.</p>         |
| <p>4.2 To purchase or otherwise, acquire and take over, wholly or in part for cash, shares, stock, debentures, debenture stock or other securities or otherwise howsoever all or any part of the business, goodwill, property and other assets and to assume or undertake the whole or in part the liabilities and obligations of any person, firm or company carrying on any business which the Company is or may become authorised to carry on or possessed of property suitable for the purposes of this Company, and to hold, manage, operate, conduct and dispose of in any manner the whole or any part of any such acquisitions, and</p>   | <p>To purchase other businesses.</p> |

to exercise all the powers necessary or convenient in and about the conduct and management thereof.

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| 4.3 | To acquire in any lawful manner and for such consideration as the Company shall think fit, in the States of Malaya, Republic of Singapore and elsewhere, secret processes, inventions, protections, patents, brevets d'invention, and rights in the nature of patent rights, or any interest or rights therein, the acquisition of which may seem advantages or beneficial to the Company, and to test, manufacture, exercise, sell or grant licenses of the same or otherwise turn the same to account.  | To purchase patent rights etc.                                     |
| 4.4 | To aid, finance, subsidise or assist any company, corporation, association, firm or individual with capital, credit, means and resources for engaging in or carrying on any business or transaction which this Company is authorised to carry on or be engaged in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and in particular for the import, export, purchase, sale, dealing in, hiring and letting on hire, under hire-purchase agreements or otherwise of any motor cars or vehicles or any of other articles, goods, wares merchandise, or things and for the acquisition, taking on lease or hiring of any land, buildings, offices, or premises or the prosecution of any works, undertakings, projects or enterprises connected with any of the said business or capable of being taken or carried on so as directly or indirectly to benefit this Company. | To finance persons or companies with capital or credit.            |
| 4.5 | To advance money to any person or persons or corporations, either at interest or without, upon the security of absolute, freehold or leasehold property by way of mortgage, or upon marketable security; and in particular to advance money to shareholders in the Company, and others, upon the security of or for the purpose of enabling the person borrowing the same to erect, or purchase, or enlarge or repair any house or buildings, or to purchase the absolute title, fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property in the States of Malaya or Republic of Singapore or elsewhere, upon such terms and conditions as the Company may think fit.   | To advance money to shareholders and others.                       |
| 4.6 | To purchase and sell for any persons freehold or other house property, buildings or lands, or any share or shares, interest or interests therein, and to transact on commission or otherwise the general business of a land agent.  | Land agents.   |
| 4.7 | To establish and carry on, and to promote the establishment and carrying on, upon any property in which the Company is interested, of any business which may be conveniently carried on upon or in connection with such property, and the establishment of which may seem calculated to enhance the value of the Company's interest in such property, or to facilitate the disposal thereof.  | To carry on businesses in connection with property of the company. |
| 4.8 | To carry on in all their respective branches all or any of the businesses of builders masonry and general construction contractors and hauliers and among other things to construct, execute, carry out, equip, improve, work and advertise railways, roadways, tramways, docks, harbours, wharves, canals, watercourses, reservoirs, embankments, irrigations, reclamations, sewage, drainage, and other sanitary works, water, gas, electric and other supply works, houses, buildings in erections of every kind, and to carry on any other businesses in connection with the above-mentioned businesses that are customarily or usually carried on in connection therewith or naturally incidental thereto.   | Builders and general construction contractors.                     |

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| 4.9  | To carry on in any of their respective branches all or any of the businesses of quarry proprietors, stone and granite merchants, dealers and exporters and contractors, and to search for, get, win, raise, make marketable, use, sell and dispose of granite, stone, coal, minerals and mineral substances and products within or under any property of the Company, and to prepare and manufacture cement, lime, mortar, concrete, paving blocks, tar, macadam, bituminous road materials and all or any other of the materials or things which the Company may require or which may be useful for carrying on any of the abovementioned businesses. | Stone and granite merchants.                            |
| 4.10 | To carry on all or any of the business of merchants and dealers in brick, timber, hardware and other building requisites, builders' merchants, brick and tile, terra-cotta makers, marble manufactures, masons, electrical and general engineers, metal founders, ship-wrights, wharfingers, etc., carriers by sea or land, forwarding agents and commission and general agents, exporters, importers and merchants.   | Dealers in brick, timber, hardware etc.                 |
| 4.11 | To manufacture, buy, sell, treat and deal in all kinds of plant, machinery, apparatus, tools, utensils, commodities, substances, articles and things necessary or useful for carrying on any of the above businesses or usually dealt with by persons engaged therein.   | Manufacturers and dealers in plant machinery tools etc. |
| 4.12 | To carry on the business of manufacturers, importers and exporters of timber, forest products, composites and plastics, and to buy and sell by wholesale or retail, and generally to deal in all such materials.   | Import and export of timber.                            |
| 4.13 | To carry on the business of timber and lumber merchants, lumber yard and sawmill proprietors, and to buy, sell, prepare for market, to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used and to carry on the business of logging and lumbering, purchasing, acquiring and leasing timber berths.  | Timber merchants.                                       |
| 4.14 | To buy or otherwise acquire, issue, place, sell or otherwise deal in stocks, shares, bonds, debentures and securities of all kinds, and to give any guarantee or security in relation thereto or otherwise in connection with any stocks, shares, bonds, debentures or securities.   | To deal in stocks and shares.                           |
| 4.15 | To carry on business and to act as merchants, traders, commission agents or in any other capacity; and to import, export, buy, sell, barter, exchange, pledge, make advances upon, or otherwise deal in goods, produce, articles and merchandise.  | Business of merchants, traders and commission agents.   |
| 4.16 | To invest the capital of the Company and make advances on all descriptions of motor vehicles and other goods, wares and merchandise whether on mortgage or bill of sale or assignment and whether subject to hire-purchase agreements or otherwise and to seize, retake, sell, dispose of or repurchase the same and generally to finance the carrying on of the hire-purchase business in all its branches.   | To invest capital and make advances on merchandise.     |
| 4.17 | To acquire by purchase, lease, exchange, hire or otherwise by way of investment or with a view to resale or otherwise any lands and hereditaments of any tenure, or any other property whether movable or immovable or any interest in the same or in any mortgages, shares and securities.  | To acquire property for investment or resale.           |

4.18	To sell, lease, let, mortgage or otherwise dispose of the lands, houses, buildings, hereditaments and other property of the Company.	To sell, lease, mortgage property of Company.
4.19	To develop and turn to account any land acquired by or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up, and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.	To turn to account land acquired.
4.20	To transact business as financiers, promoters and financial and monetary agents in any part of the world.	To transact business as financiers in any part of the world.
4.21	To borrow or raise money and to secure the repayment of any money borrowed, raise or owing in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon, and by mortgage, charge, lien, debentures or debenture stock of and on the whole or any part of the Company's property or assets (both present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.	To borrow or raise money and to secure repayment thereof.
4.22	To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers, companies, corporations, firms and others having dealings with the Company, and to give guarantees or become surety and give security for any such persons or companies.	To lend and advance money or give credit.
4.23	To subscribe for, take, underwrite, purchase, or otherwise acquire and hold shares, debentures, debenture stock or other interest in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.	To acquire shares of any other Company having similar objects.
4.24	To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.	Bills of exchange.
4.25	To enter into any arrangement with any governments or authorities, municipal, local or otherwise, that may seem conducive to the Company's objects, or any of them and to obtain from any such governments or authority, any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.	To enter into arrangements with Authorities.
4.26	To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.	To sell, develop, etc. property of Company.

4.27	To carry on any other similar or dissimilar business which seems capable of being carried on advantageously or conveniently in connection with the above.	To carry on other business to advantage of Company.
4.28	To amalgamate, enter into partnership or any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession, mutual assistance or otherwise with any person, firm, or company, carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or be engaged in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to acquire in any manner shares and securities of any such company.	To amalgamate with other companies and enter into partnership.
4.29	To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.	To invest moneys not immediately required.
4.30	To obtain any legislative, judicial, administrative or other Acts or authorizations of any Government or Authority competent in that behalf for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company.	To obtain Act.
4.31	To establish or contribute to funds for the benefit of any persons employed by the Company.	To establish funds for benefit of employees.
4.32	To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in or debentures, debenture stock or other securities of the Company or in or about the promotion, formation, or business of the Company, or of any other company promoted wholly or in part of this Company.	To remunerate persons or companies for services in promoting company.
4.33	To sell or dispose of all or any of the undertaking and assets of the Company for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock or securities of any company having objects altogether or in part similar to those of this Company.	To sell undertaking and assets.
4.34	To distribute any property of the Company, whether upon a division of profits or a distribution of assets, among the members in specie or otherwise.	To distribute property in specie.
4.35	To acquire by purchase in good faith and in the best interest of the Company, the Company's own shares through the Exchange pursuant to any guidelines issued by the Exchange or any other regulatory or government body provided always that the Company is solvent at the date of the purchase of the Company's shares and will not become insolvent by incurring the debts, if any, involved in the obligation to pay for the shares of the Company so purchased.	To acquire Company's own shares.



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| 4.36 | To issue warrants, options or any other form of convertible securities to any party at the discretion of the Directors if they deem such issue in the best interest of the Company, provided always that all such convertible securities shall have a period in which they may be converted into shares which shall not exceed 10 years from the date of issue of any such convertible security.  | To issue warrants, options or any other form of convertible securities. |
| 4.37 | To do all or any of the above things in any part of the world, and either as principals, agents, trustees, or otherwise, and by trustees, sub-contractors, agents, or otherwise, and either alone or in conjunction with others.  | To operate in any part of the world.                                    |
| 4.38 | To do all such other things as are incidental to or connected with any of the above objects or conducive to the attainment thereof or otherwise likely in any respect to be advantageous to the Company.  | General power.  |
| 4.39 | To reserve or set aside one per centum (1%) of the profit before tax of the Company annually or such other amount as may be determined from time to time for the purposes of contributions and donations and in any other manner in giving aids and or assistance in the establishment and or support of and or in subsidising any deserving associations, funds, charitable, organisations, institutions, places of worship, school, societies or any other bodies or parties having any objects or purposes whatsoever. | To reserve 1% annually for purposes of contributions, donation etc.     |
- The objects specified in each of the paragraphs of this clause shall (except where otherwise expressed in such paragraph) be construed in the most liberal way and shall be in no wise limited or restricted by reference to or inference from the terms of the first or any other paragraph or the name of the Company and the word “company” in this clause (except where used in reference to this Company) shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in Malaysia or elsewhere.
5. The liability of the members is limited.
  6. The share capital of the Company shall be its issued share capital and the Company shall have power to increase or reduce its capital, to consolidate or subdivide the shares into shares of larger or smaller amounts and to divide the shares forming the capital (original, increased or reduced) of the Company into several classes and to attach thereto respectively preferential, deferred or special rights, privileges or conditions as may be determined by or in accordance with the regulations for the time being of the Company and to issue additional capital with any such rights, privileges or conditions as aforesaid, and any preference share may be issued on the terms that it is, or at the option of the Company is liable, to be redeemed.
 

	Share capital of the Company
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  7. Section 21 of the Companies Act 2016 shall apply to the Company and the Company shall be capable of exercising all the functions of a body corporate and have the full capacity to carry on or undertake any business or activity the Directors considered advantageous to the Company and that are not prohibited under any law for the time being in force in Malaysia.
 

	Power given under the Companies Act, 2016
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  8. The Company shall have the power, subject to and in accordance with the provisions of the Act and all its subsequent amendments in force at the material time, to purchase its own shares subject to any guidelines issued by the Exchange or any other regulatory or government body.
 

	Purchase of the Company's own shares.
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9. Any share in the Company may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by Ordinary Resolution determine, and subject to the provisions of the Act, the Company may issue preference shares which are, or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the Company before the issue thereof may by Special Resolution determine. Provided that the Company shall not issue preference shares ranking in priority over, but may issue preference shares ranking equally with, preference shares already issued and not yet redeemed.
- Issue of shares.
10. Notwithstanding the provisions of this Constitution on any issue of preference shares, preference shareholders will be deemed to have the same rights as ordinary shareholders as regards to receiving of notices, reports and audited accounts and the attending of General Meetings of the Company. Preference shareholders shall also have the right to vote during the winding up of the Company and at any meeting convened for the following purposes:-
- Rights of Preference shareholders as regards notices of meetings.
- (a) when the dividend or part of the dividend on the shares is in arrears for more than 6 months;
  - (b) on a proposal to reduce the Company's share capital;
  - (c) on a proposal for the disposal of the whole of the Company's property, business and undertaking;
  - (d) on a proposal that affects rights attached to the shares; and
  - (e) on a proposal to wind up the Company.
11. Subject to any direction to the contrary that may be given by the Company in General Meetings, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution.
- Issue of new shares to members.
12. Notwithstanding the existence of a resolution pursuant to Section 75 of the Act, the Company shall not issue shares or convertible securities if those shares or convertible securities when in aggregate with any such shares or convertible securities issued during the preceding twelve (12) months exceeds 10% of the total issued share capital of the Company, except where the shares or convertible securities are issued with the prior approval of the members of the precise terms and conditions of the issue.
- Approval of members as to issuance of shares or convertible securities

## VARIATION OF RIGHTS

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| <p>13. Whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any class including preference shares may, subject to the provisions of the Act, be varied or abrogated, and preference capital other than redeemable preference capital may be repaid if made pursuant to a Special Resolution of the preference shareholders or the particular class of shareholders concerned. To every such separate meeting all the provisions of these presents relating to General Meetings of the Company, or to the proceedings thereat, shall mutatis mutandis apply, except that the necessary quorum shall be three persons at least holding or representing by proxy one third of the total voting rights of the shareholders in the class. Provided that where the necessary majority for such a Special Resolution is not obtained at the meeting, consent in writing if obtained from the holders of three-fourths of the preference capital concerned within two months of the meeting, shall be as valid and effectual as a Special Resolution carried at the meeting.</p> | <p>How special rights of shares may be varied.</p>              |
| <p>14. The special rights attached to any class of shares having preferential rights shall not unless otherwise expressly provided by the terms of issue thereof be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or all respects pari passu therewith but in no respect in priority thereto.</p>   | <p>Creation or issue of further shares with special rights.</p> |

## ALTERATION OF CAPITAL

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| <p>15. The Company may from time to time by Ordinary Resolution increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.</p>  | <p>Power to increase capital.</p>   |
| <p>16. All new shares shall be subject to the provision of these presents with reference to allotments, payment of calls, lien, transfer, transmission, forfeiture and otherwise.</p>  | <p>Rights and liabilities attached to new shares.</p>   |
| <p>17. The Company may by Ordinary Resolution:-</p> <div style="margin-left: 40px;"> <p>(a) Consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;</p> <p>(b) Convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares; or</p> <p>(c) Subdivide its shares or any of the shares, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived.</p> </div> | <p>Power to consolidate shares.</p> <p>Power to cancel shares.</p> <p>Power to sub-divide shares.</p> |
| <p>18. The Company may reduce its share capital by a Special Resolution and confirmation by the Court or a Special Resolution supported by a solvency statement, subject to the provisions of the Act.</p>   | <p>Power to reduce capital.</p>   |

## SHARES

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| 19. | Subject to the prior approval of the members of the Company in general meeting, the provisions of the Act and the Listing Requirements, and to the conditions, restrictions and limitations expressed in these presents, the Directors may allot, grant options over or otherwise dispose of the unissued share capital of the Company to such persons, at such times, and on such terms as they think proper.  | Shares at the disposal of Directors.    |
| 20. | The Company may exercise the powers of paying commissions conferred by the Act. The rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act, and such commission shall not exceed 10 per cent of the price at which the shares in respect of which the commission is paid are issued. The Company may also on any issue of shares pay such brokerage as may be lawful.   | Power to pay commissions and brokerage. |
| 21. | If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may, subject to the conditions and restrictions mentioned in the Act, pay interest on so much of such share capital as if for the time being paid up, and may charge the same to capital as part of the cost of construction of the works, buildings or plant.   | Power to charge interest to capital.    |
| 22. | Except as required by law, the Act, the Central Depositories Act and the Rules, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or compelled in any way to recognise any equitable, contingent, future or (except only as by these presents or by law otherwise provided or provided by the Central Depositories Act or the Rules) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.  | Exclusive of equities.                  |
| 23. | A depositor whose name appears in the Record of Depositors maintained by the Depository pursuant to Section 34 of the Central Depositories Act in respect of the securities of a Company which have been deposited with the Depository shall be deemed to be a member, debenture holder, interest holder or option holder as the case may be, of the Company and shall, subject to the provisions of the Central Depositories Act and any regulations made thereunder, be entitled to the number of securities stated in the Record of Depositors and all rights, benefits, power and privileges and be subject to all liabilities, duties and obligations in respect of, or arising from, such securities (whether conferred or imposed by the Act or these presents). | Right of holders.                       |
| 24. | The Company shall ensure (unless specifically exempted, in which case the Listing Requirements shall not apply) that all new issues of securities for which listing is sought are made by way of crediting the securities accounts of the allottees with such securities in accordance with the provisions of the Central Depositories Act. For this purpose, the Company must notify the Depository of the names of the allottees and all such particulars required by the Depository, to enable the Depository to make the appropriate entries in the securities accounts of such allottees.  | New issues of securities.               |

## CERTIFICATES

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| 25. | Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall allot and/or issue securities, despatch notices of allotment to the | Issue of certificates. |
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successful allottees and make an application for the quotation of such securities within the respective periods as are prescribed or allowed by the Exchange pursuant to the provisions of the Listing Requirements.

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| 26. | Subject to the provisions of the Act, the Central Depositories Act and the Rules, if a certificate be defaced, lost or destroyed, it may be renewed on payment of such fee (if any), not exceeding RM3 and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company in investigating evidence as the Directors think fit. | Renewal of certificates. |
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### CALLS ON SHARES

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| 27. | The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares and not by the terms of issue thereof made payable at fixed times, and each Member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.   | Calls.<br><br>Notice of call.                |
| 28. | A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed, and may be made payable by instalments.  | Time when made.                              |
| 29. | If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate, not exceeding 8 per cent per annum, as the Directors determine, but the Directors shall be a liberty to waive payment of such interest wholly or in part.  | Interest on calls.                           |
| 30. | Any sum which by the terms of issue of a share becomes payable upon allotment or at any fixed date, shall for all the purposes of these presents be deemed to be call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in case of non-payment all the relevant provisions of these presents as to payment of interest and expenses forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.  | Sum due on allotment to be treated as calls. |
| 31. | The Directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid, and the times of payment.  | Power to differentiate.                      |
| 32. | The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon the shares held by him, and such payments in advance of calls shall extinguish, so far as the same shall extend, the liability upon the shares in respect of which it is made, and upon the money so received or so much thereof as from time to time exceeds the amount of the calls then made upon the shares concerned the Company may pay interest at such rate (not exceeding 8 percent per annum) as the member paying such sum and the Directors agree upon. No such sum paid in advance of calls shall, whilst carrying interest, confer a right to the member to participate in profits or entitle the member paying such sum to any portion of a dividend declared in respect of any period to the date upon which such sum would, but for such payment, become presently payable. | Payment in advance of calls.                 |

## FORFEITURE AND LIEN

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| 33. | If a member fails to pay in full any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest and expenses which may have accrued.  | Notice requiring payment of calls.   |
| 34. | The notice shall name a further day (not being less than seven days from the date of service of the notice) on or before which and the place where the payment required by the notice is to be made, and shall state that in the event of non-payment in accordance therewith the shares on which the call was made will be liable to be forfeited.  | Notice to state time and place for payment.  |
| 35. | If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest and expenses due in respect thereof has been made, forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before forfeited. The Directors may accept a surrender of any share liable to be forfeited hereunder.  | Forfeiture on non-compliance with notice.<br><br>Surrender in Lieu of forfeiture.  |
| 36. | A share so forfeited or surrendered shall become the property of the Company and may be sold, reallocated or otherwise disposed of, either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit. The Directors may, if necessary, authorise some person to transfer a forfeited or surrendered share to any such other person as aforesaid. If any share is forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs. | Sale of shares forfeited or surrendered.   |
| 37. | A member whose shares have been forfeited or surrendered shall cease to be a member in respect of the forfeited shares, but shall notwithstanding the person shall remain liable to pay to the Company all moneys which at the date of forfeiture or surrender was payable by him to the Company in respect of the shares together with interest or compensation at the rate of 8 per cent per annum from the date of forfeiture or surrender on the money for the time being unpaid if the Directors think fit to enforce payment of the interest or compensation, and the liability shall cease if and when the Company receives payment in full of all such money in respect of the shares.   | Rights and liabilities of members whose shares have been forfeited or surrendered. |
| 38. | The Company shall be entitled to a lien, in priority to any other claim, over a partly paid issued share and any dividend payment on the share for all money due by the shareholder to the Company by way of money called or payable at a fixed date.  | Company's lien.  |
| 39. | The Company's lien on shares and dividends from time to time declared in respect of such shares, shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the member or deceased member.  | Company's lien on shares and dividends.  |

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| 40. | The Company may sell any share over which the Company has a lien in a manner as the Directors consider appropriate, but no sale shall be made unless a sum in respect of which the lien exists is presently payable and until the expiry of fourteen (14) days from a written notice, stating and demanding payment of such part of the amount in respect of which the privilege or lien exists as is presently payable has been given to the registered holder for the time of the share, or the person entitled to the share by reason of the death or bankruptcy of the registered holder.   | Sale of shares subject to lien.                      |
| 41. | The net proceeds of sale whether of a share forfeited by the Company or of a share which the Company had a lien, after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists, so far as the same is presently payable, and any residue shall be paid to the person entitled to the shares at the time the sale or his executors administrators or assignees or as he or they may direct. For giving effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser.  | Application of proceeds of such sale.                |
| 42. | A statutory declaration in writing that the declarant is a Director of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts stated therein as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company for the consideration (if any), given for the share on the sale, re-allotment or disposal thereof, together with the certificate or proprietorship of the share under seal delivered to a purchaser or allottee thereof, shall (subject to the execution of a transfer if the same be required) constitute a good title to the share and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any), nor shall his title to the share be affected by an irregularity or invalidity in the proceedings in reference to the forfeiture, surrender, sale re-allotment or disposal of the share. | Title to shares forfeited or sold to satisfy a lien. |

## TRANSFER OF SHARES

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| 43. | Subject to the Central Depositories Act and the Rules with respect to the transfer of Deposited Security all transfers of shares may be effected by transfer in writing in the usual common form, or in such other form as the Directors may accept or such form as may from time to time, be approved by the Exchange. Subject to this Constitution, there shall be no restriction on the transfer of fully paid up shares except where required by law. | Form of transfer.        |
| 44. | The transfer of any listed securities or class of listed securities of the Company shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding Sections 105, 106, or 110 of the Act, but subject to Section 148(2) of the Act and any exemption that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of securities.          | Transfer of securities.  |
| 45. | The instrument of transfer of a share shall be signed by or on behalf of the transferor and transferee and stamped. The transferor shall be deemed to remain the holder of the share until the name of the transferee entered in the Register of Members in respect thereof.  | Execution.               |
| 46. | No share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.   | Person under disability. |

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| 47. | Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Directors may decline to register the transfer of any non fully paid up share in the Company or decline to register the transfer of any share in the Company over which the Company has a lien.   | Directors power to decline to register. |
| 48. | The Directors may decline to recognise any instrument of transfer, unless:-   |   |
|     | (a) Such fee, not exceeding RM3 as the Directors may from time to time require, is paid to the Company in respect thereof; and  | Fee payable.                            |
|     | (b) Subject to the provisions of the Act, the Central Depositories Act and the Rules, the instrument of transfer is deposited at the office of the Company or at such other place as directed by the Directors from time to time, and if the instrument of transfer is executed by some other person other than the registered owner, the authority allowing that person to execute the said instrument of transfer; and  | Deposit of transfer.                    |
|     | (c) The instrument of transfer is in respect of only one class of share.  |   |
|     | All instrument of transfer which are registered may be retained by the Company.   |   |
| 49. | The Register of Members and/or the Record of Depositors may be closed for such period as the Directors may from time to time determine, provided always that it shall not be closed for more than thirty (30) days in any year. Any notice of intention to fix a book closing date and the reason therefore shall be given to the Exchange where such notice shall state the book closing date which shall be at least ten (10) market days after the notification to the Exchange or such other period as may be prescribed under the Listing Requirements and the Rules or by the Exchange from time to time and the address of the share registry at which documents will be accepted for registration. In relation to such closure, the Company shall give written notice in accordance with the Rules to issue the appropriate Record of Depositors. | Suspension of registration.             |
| 50. | There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title to any shares such fee, not exceeding RM3 as the Directors may from time to time require or prescribe.  | Fee for registration of probate, etc.   |
| 51. | Nothing in these presents shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.  | Renunciation of allotment.              |

### TRANSMISSION OF SHARES

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| 52. | In case of the death of a shareholder, the executors or administrators of the deceased shall be the only persons recognised by the Company as having any title to his interest in the shares, but nothing in this Constitution shall release the estate of a deceased holder from any liability in respect of any share held by him. | Transmission on death.                            |
| 53. | Where:-  | Transmission of securities from Foreign Register. |
|     | (a) the securities of the Company are listed on another stock exchange; and  |   |
|     | (b) the Company is exempted from compliance with the requirements in respect of deposit of such securities with the Depository under the provisions of the Central Depositories Act or the Securities Industry (Central Depositories)  |   |



(Amendment) Act 1998, as the case may be, under the Rules in respect of such securities;

the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange, to the register of holders maintained by the registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such securities.

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| 54. | Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, subject as hereinafter provided, either be registered himself as holder of the share upon giving to the Company notice in writing of such desire, or transfer such share to some other person. Provided that where the share is a Deposited Security and the person becoming entitled elects to have such share transferred to him, the aforesaid notice must be served by him on the Central Depository. All the limitations, restrictions and provisions of these presents relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer executed by such member. Provided that where the share is a Deposited Security, subject to the Rules, a transfer or withdrawal of the share may be carried out by the person becoming so entitled. | Registration of executors and trustees in bankruptcy. |
| 55. | Save as otherwise provided by or in accordance with these presents, a person becoming entitled to a share in consequence of the death or bankruptcy of a member shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not be entitled in respect thereof to exercise any right conferred by membership in relation to meetings of the Company until he shall have been registered as a member in respect of the share.   | Rights of unregistered executors and trustees.        |

## STOCK

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| 56. | The Company may by Ordinary Resolution convert any paid-up shares into stock, and may from time to time by like resolution reconvert any stock into paid-up shares of any denomination.  | Power to convert into stock. |
| 57. | The stockholders may transfer the shares or any part of the shares in the same manner as the transfer of shares from which the stock arose may, before conversion, have been transferred or to be transferred in the closest manner as the circumstances allow. The Directors may fix the minimum amount of the stock transferable and may restrict or forbid the transfer of fractions of that minimum.   | Transfer of stock.           |
| 58. | The stockholders shall according to the amount of the stock held by them, have the same rights, privileges and advantages with regards to dividends, voting at meetings of the Company and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage except participation in the dividends and profits of the Company and in the assets on winding up shall be conferred by an amount of stock which would not, if existing shares, have conferred that privilege or advantage. | Rights of Stock holders.     |
| 59. | All such of the provisions of these presents as are applicable to paid-up shares shall apply to stock and the words share and shareholders therein shall include stock and stockholder.  | Interpretation.              |

## GENERAL MEETINGS

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| 60. | An Annual General Meeting shall (subject to any provisions of the Act relating to its first Annual General Meeting) be held once in every year, at such time (within a period of not more than fifteen months after holding of the last preceding Annual General Meeting) and place as may be determined by the Directors. All other General Meetings shall be called Extraordinary General Meetings. | Annual General Meetings.        |
| 61. | The Directors may whenever they think fit, and shall on requisition in accordance with the Act, proceed to convene an Extraordinary General Meeting.  | Extraordinary General Meetings. |

## NOTICE OF GENERAL MEETINGS

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| 62. | An Annual General Meeting and any General Meeting at which it is proposed to pass a Special Resolution or (save as provided by the Act) a resolution of which special notice has been given to the Company shall be called by twenty-one days' notice in writing at the least and any other General Meeting by fourteen days' notice in writing at the least (exclusive in either case of the day on which it is served or deemed to be served and of the day for which it is given) given in manner hereinafter mentioned to the Auditors and to all members other than such as under the provisions of these presents are not entitled to receive such notices from the Company; Provided that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed -   | Notice.                            |
|     | <p>(a) In the case of an Annual General Meeting, by all the members entitled to attend and vote thereat; and</p> <p>(b) In the case of an Extraordinary General Meeting, by that number or majority in number of the members having a right to attend and vote thereat as is required by the Act.</p>  | Short notice.                      |
|     | Provided also that the accidental omission to give notice to, or the non-receipt of notice by a person entitled thereto shall not invalidate the proceedings at any General Meeting.   | Omission or non-receipt of notice. |
| 63. | <p>(a) In respect of a Deposited Security, the Company shall by written request in accordance with the Rules request the Central Depository to prepare and issue a Record of Depositors to whom notices of General Meetings shall be given by the Company.</p> <p>(b) The Company shall also request the Depository in accordance with the Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) market days before the General Meeting (hereinafter referred to as "the General Meeting Record of Depositors").</p> <p>(c) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a depositor shall not be regarded as a member entitled to attend any General Meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.</p> | Record of Depositors.              |
| 64. | (a) Every notice calling a General Meeting shall specify the place and the day and hour of the meeting, and there shall appear with reasonable prominence in   | Contents of notice.                |

every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company.

- (b) In the case of an Annual General Meeting, the notice shall also specify the meeting as such. At least twenty-one (21) days' notice of every such meeting shall be given by advertisement in at least one nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed.
  - (c) Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least twenty-one (21) days' notice of every such meeting shall be given by advertisement in at least one nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed.
  - (d) At least fourteen (14) days' notice of any General Meeting shall also be given by advertisement in at least one nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed.
65. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:-
- (a) Declaring dividends;
  - (b) Reading, considering and adopting the balance sheet, the reports of the Directors and Auditors, and other accounts and documents required to be annexed to the balance sheet;
  - (c) Appointing Auditors and fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed; and
  - (d) Appointing Directors in the place of those retiring by rotation or otherwise and fixing the remuneration of the Directors.

Routine  
business.

#### **PROCEEDINGS AT GENERAL MEETINGS**

66. No business shall be transacted at any General Meeting unless a quorum is present. Three members present in person shall be a quorum for all purposes. Provided that in respect of a Deposited Security, the Company shall inform the Depository of the date of General Meeting and shall request the Depositor to issue the General Meeting Record of Depositors in accordance with Clause 63(b) above, and the General Meeting Record of Depositors shall be the final record of all Depositors who shall be deemed to be registered holders of shares of the Company eligible to be present and vote at such meetings.
67. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the meeting shall be dissolved.

Quorum.

Adjournment if  
quorum not  
present.

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| 68. | The Chairman of the Directors shall preside as Chairman at every General Meeting. If there be no such Chairman, or if at any meeting he be not present within fifteen minutes after the time appointed for holding the meeting or be unwilling to act, the members, present shall choose some Director to be Chairman of the meeting, or if no Director be present or if all the Directors present decline to take the chair, one of their number present to be Chairman.  | Chairman.                                    |
| 69. | The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. | Adjournments.<br><br>Notice of adjournments. |
| 70. | At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll be (before or on the declaration of the result of the show of hands) demanded by either:-   | Method of voting.                            |
|     | (a) the Chairman (being a person entitled to vote); or   | Who can demand a poll.                       |
|     | (b) at least three members present in person or by proxy and entitled to vote; or  |  |
|     | (c) a member or members present in person or by proxy and representing not less than ten per centum of the total voting rights of all the members having the right to vote at the meeting; or  |  |
|     | (d) a member or members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid-up equal to not less than ten per centum of the total sum paid-up on all the shares conferring that right.  |  |
|     | A demand for a poll may be withdrawn. Unless a poll be so demanded (and the demand be not withdrawn) a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority or lost and an entry to that effect in the minute book, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.  | Result of voting.                            |
| 71. | If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chairman be of sufficient magnitude.  | Votes counted in error.                      |
| 72. | If a poll be duly demanded (and the demand be not withdrawn), it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may (and if so requested shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.  | How poll to be taken.                        |
| 73. | In the case of an equality of votes, whether on show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the   | Chairman's casting vote.                     |

poll is demanded shall be entitled to casting vote.

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| 74. | No poll shall be demanded on the election of a Chairman or on a question of adjournment. A poll demanded on any other question shall be taken either immediately or at such subsequent time (not being more than thirty days from the date of the meeting) and place as the Chairman may direct. No notice need be given of a poll not taken immediately. | Time for taking a poll.                        |
| 75. | The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.   | Continuance of business after demand for poll. |

### VOTES OF MEMBERS

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| 76.   | Subject to Clause 78 and to any special rights or restrictions as to voting attached to any class of shares hereinafter issued, on a resolution to be decided by a show of hands, a holder of ordinary shares or preference shares who is present in person or by proxy and entitled to vote, shall be entitled to one vote.  | Voting rights of members.         |
| 77.   | A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, curator bonis or other person in the nature of a committee curator bonis appointed by such court (who may appoint a proxy), provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the office not less than forty-eight hours before the time appointed for holding the meeting. | Voting rights of lunatic members. |
| 78.   | Subject to Clause 63, every member shall be entitled to be present and to vote at any General Meeting either personally or by proxy and to be reckoned in a quorum in respect of shares fully paid and in respect of partly paid shares where calls are not due and unpaid.   | Rights to vote.                   |
| 79.   | Where a Member of the Company is an authorised nominee as defined in the SICDA, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.  | Appointment of proxy.             |
| <p>Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.</p> |   |                                   |
| 80.   | No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.   | Objections.                       |
| 81.   | Where the capital of the Company consists of shares of different monetary denominations, voting rights thereof shall be in such a manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable.  | Voting power.                     |

82. On a poll votes may be given either personally or by proxy, and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. Votes on a poll.
83. An instrument appointing a proxy shall be in writing and:- Execution of proxies.
- (a) in the case of an individual shall be signed by the appointor or by his attorney; and
- (b) in the case of a corporation shall be either under its common seal or signed by its attorney or by an officer on behalf of the corporation.
- The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer.
84. A member may appoint not more than two (2) proxies to attend at the same meeting. Where a member appoints two (2) proxies, the proxies shall not be valid unless the member specifies the proportion of his/her shareholdings to be represented by each proxy. Proxy need not be a member.
- A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
85. An instrument appointing a proxy must be left at the office or such other place (if any) as is specified, or via electronic mail or facsimile as is specified, for that purpose in the notice convening the meeting not less than forty-eight hours before the time appointed for the holding of the meeting or adjourned meeting, or in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll at which is to be used, and in default, the instrument of proxy shall not be treated as valid. Deposit of proxies.
86. An instrument appointing a proxy may be in the usual common form or such other form as the Directors may accept, and shall be deemed to include the right to demand or join in demanding a poll. An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates and need not be witnessed. Form of proxies.
87. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the office (or at such other place as may be specified for the deposit of instruments appointing proxies) before the commencement of the meeting or adjourned meeting (or in the case of a poll before the time appointed for the taking of the poll) at which the proxy is used. Intervening death or insanity of principal not to revoke proxy.

#### **CORPORATION ACTING BY REPRESENTATIVES**

88. Subject to the provision of the Act, any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such Representatives

person as it thinks fit to act as its representatives at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member of the Company.

## DIRECTORS

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| 89. | Subject as hereinafter provided the Directors shall not be less than two nor more than twelve in number. The Company may by Ordinary Resolution from time to time increase or reduce the maximum or minimum number of Directors.   | Number of Directors.                |
| 90. | A Director need not be a member of the Company.  | No qualification.                   |
| 91. | The fees and remuneration (which may include meeting allowances and other benefits) of the Directors shall from time to time be determined by an Ordinary Resolution of the Company, and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or failing agreement, equally, except that in the latter event any Director who shall hold office for part only of the period in respect of which such fees and remuneration are payable shall be entitled only to rank in such division for a proportion of the fees and remuneration related to the period during which he has held office. Such fees and remuneration shall so far as non-executive directors are concerned be by way of a fixed sum and not by way of a commission on or percentage of profits or turnover.   | Fees and remuneration of Directors. |
| 92. | No director shall be allotted shares as part of a share scheme for employees unless prior to such allotment, the members in General Meeting have approved of the specific allotment to be made to such director.   | Allotment to Directors.             |
| 93. | The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of any committee of the Directors, or General Meetings, or otherwise in or about the business of the Company.   | Expenses.                           |
| 94. | Any Director, who is appointed to any executive office or who serves on any committee or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise (but not a commission on or percentage of turnover) as the Directors may determine.  | Extra remuneration.                 |
| 95. | <p>(a) The Directors may pay pensions or allowances (either revocable or irrevocable and either subject or not subject to any terms or conditions) to any full-time Director (as hereinafter defined) on or at any time after his retirement from his office or employment under the Company or under any associated company or on or after his death to his widow or other dependents.</p> <p>(b) The Directors shall also have power and shall be deemed always to have had power to establish and maintain and to concur with associated companies in establishing and maintaining any schemes or funds for providing pensions, sickness or compassionate allowance, life assurances or other benefits for the staff (including any Director for the time being holding any executive office or any office of profit) or employees of the Company or of any such associated company and for the widows or other dependants of such persons and to make contributions out of the Company's moneys for any such schemes or funds.</p> | Pensions.                           |

- (c) In this Clause the expression “full-time Director” shall mean and include any Director who has for a continuous period of not less than five years been engaged substantially whole-time in the business of the Company or any associated company in any executive office or any office of profit or partly in one or partly in another; and the expression “associated company” shall include any company which is the holding company of the Company or a subsidiary of the Company or of any such holding company or which in the opinion of the Directors can properly be regarded as being connected with the Company or with any such company as aforesaid.

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| 96. | A Director may hold any other office or place of profit under the Company (other than the office of Auditor) and he or any firm which he is a member may act in a professional capacity for the Company in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting with the Company, nor shall any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established, provided that such disclosure is made as is required by Clause 111 of these presents. | Power of Directors to hold offices of profit and to contract with Company. |
| 97. | A Director may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as a shareholder or otherwise, and unless otherwise agreed shall not be accountable for any remuneration or otherwise benefits received by him as a director or officer of, or by virtue of his interest in, such other company.  | Holding of concurrent office.  |

### MANAGING DIRECTOR

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| 98.  | The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period not exceeding three years at a time and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. Provided that if a Director so appointed shall retire by rotation, his appointment shall be automatically determined if he ceases from such cause to be a Director.   | Appointment.                  |
| 99.  | A Managing Director shall receive such remuneration whether by way of salary, commission or participation in profits, or partly in one way and partly in another but not by way of commission or percentage of turnover as the Directors may determine.  | Remuneration.                 |
| 100. | A Managing Director, or a person performing the functions of a managing director, by whatever name called, shall be subject to the control of the board of Directors. The Directors may entrust to and confer upon a Director holding any such office as aforesaid any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers. | Powers of Managing Directors. |



## APPOINTMENT AND RETIREMENT OF DIRECTORS

101. The office of a Director shall be vacated in any of the following events, namely:-
- Vacation of office of Director.
- (a) If he becomes prohibited by law from acting as a Director;
  - (b) He resigns by writing under his hand left at the Office;
  - (c) If he has a receiving order made against him or compound with his creditors generally;
  - (d) If he becomes of unsound mind during his term of office;
  - (e) If he is absent from more than 50% of the total board of directors' meetings held during a financial year;
  - (f) If he be removed by the Company in General Meeting pursuant to the Act; and
  - (g) If he becomes bankrupt during his term of office.
102. At each Annual General Meeting one-third of all the Directors for the time being, or, if their number is not a multiple of three, the number nearest to one-third with a minimum of one, shall retire from the office but shall be eligible for re-election. Provided that all Directors shall retire from the office once at least in every three (3) years. A Director retiring at a meeting shall retain office until the close of the meeting, whether adjourned or not.
- Retirement of Directors by rotation.
103. The Directors to retire in every year shall be those who, being subject to retirement by rotation, have been longest in office since their last election or appointment, but as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.
- Selection of Directors to retire.
104. The Company at the meeting at which a Director retires under any provision of these presents may by Ordinary Resolution fill up the vacated office by electing a person thereto. In default the retiring Director shall be deemed to have been re-elected, unless:-
- Filling vacated office.
- (a) at such meeting it is expressly resolved not to fill up such vacated office, or a resolution for the re-election of such Director is put to the meeting and lost; or
  - (b) such Director has given notice in writing to the Company that he is unwilling to be re-elected.
105. No person other than a Director retiring at the meeting shall unless recommended by the Directors for election be eligible for appointment as a Director at any General Meeting unless not less than eleven nor more than twenty-one clear days before the day appointed for the meeting there shall have left at the office notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by the person to be proposed of his consent to be nominated and willingness to be elected. Provided that in the case of a person recommended by the Directors for election nine clear days' notice only shall be
- Notice of intention to appoint Director.

necessary and notice of each and every candidate for election shall be served on all members at least seven days prior to the meeting at which the election is to take place.

106. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an additional Director, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents. Any Director so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

The Directors' powers to fill casual vacancies or appoint additional Director.

### ALTERNATE DIRECTORS

107. A Director may at any time appoint any person to act as his alternate provided that:-
- (a) such person is not a director of the Company;
  - (b) such person does not act as an alternate for more than one director of the Company;
  - (c) the appointment is approved by a majority of the other members of the Board; and
  - (d) any fee paid by the Company to the alternate shall be deducted from that director's remuneration.

Provisions for appointing and removing alternate Directors.

An alternate Director shall (subject to his giving to the Company an address within Malaysia at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors, and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally at such meeting to perform all the functions of his appointor as a Director in the absence of such appointor.

An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases to be a Director for any reason, except retirement by rotation and immediate re-election. All appointments and removal of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the office.

### PROCEEDINGS OF DIRECTORS

108. The provisions set out in the Third Schedule of the Act shall not govern the proceedings of Directors.

The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. Where two directors form a quorum, the Chairman of a meeting at which only such a quorum is present, or at which only two directors are competent to vote on the question at issue, shall not have a casting vote. A Director may, and the Secretary on the requisition of a Director shall at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from Malaysia.

Meetings of Directors.

Votes.

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| 109. | The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number shall be two. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.   | Quorum.  |
| 110. | All or any of the members of the board of Directors or any committee to which the Directors may have delegated any of their powers pursuant to Clause 117, may participate in a meeting of the Directors or that committee by means of a teleconference, video conference or any communication equipment which allows all persons participating in the meeting to communicate with one another. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.   | Meetings.<br><br>(adopted by a Special Resolution dated 11/9/2007) |
| 111. | A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest in accordance with the provisions of the Act.   | Declaration of interest.   |
| 112. | <p>Save as by the next following Clause otherwise provided, a Director shall not vote in respect of any contract or proposed contract or arrangement in which he is interested, whether directly or indirectly (and if he shall do so his vote shall not be counted) nor shall he be counted for the purpose of any resolution regarding the same in the quorum present at the meeting, but this Clause shall not apply to:-</p> <ul style="list-style-type: none"> <li>(a) any arrangement for giving to him any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company; or</li> <li>(b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or</li> <li>(c) any contract by him to subscribe for or underwrite shares or debentures of the Company; or</li> <li>(d) any contract or arrangement with any other company in which, he is interested only as an officer or creditor of or as a shareholder in or beneficially interested in shares of that company.</li> </ul> <p>By Ordinary Resolution of the Company the provisions of this Clause may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction and any particular contract, arrangement or transaction carried out in contravention of this Clause may be ratified.</p> | Restrictions on voting and quorum.                                 |
| 113. | A Director notwithstanding his interest may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company, (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the Directors resolve to enter into or make any arrangements with him or on his behalf pursuant to Clause 95 of this Constitution, or whereat the terms of any such appointment or arrangements as hereinbefore mentioned are considered, and he may vote on any such matter other than in respect of the appointment of or arrangements with himself or the fixing of  | Relaxation of restrictions on voting.                              |

the terms thereof.

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| 114. | The continuing Directors may act notwithstanding any vacancies, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these presents the continuing Directors or Director may act for the purpose of filling up of such vacancies or of summoning General Meetings of the Company, but not for any other purpose except in an emergency. If there be no Directors or Director able or willing to act, then any two members may summon a General Meeting for the purpose of appointing Directors.   | Proceedings in case of vacancies.                             |
| 115. | The Directors may elect a Chairman and a Deputy Chairman of their meetings and determine the period for which they are respectively to hold office, but if no Chairman or Deputy Chairman shall have been appointed, or if at any meeting neither the Chairman nor the Deputy be present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be a Chairman of the meeting.  | Chairman.   |
| 116. | A resolution in writing signed by all the Directors for the time being in Malaysia shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors. Provided that if a Director shall abstain from voting in respect of any contract or proposed contract or arrangement in which he is interested by virtue of Clause 112, the said Director shall not be required to sign on such resolution in writing, in which event, a resolution in writing signed by all other Directors not prohibited to vote by virtue of Clause 112 and for the time being in Malaysia shall be as effective as a resolution passed at a meeting of the Directors duly convened and held. | Resolutions in writing.                                       |
| 117. | The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors.  | Power to appoint committees.                                  |
| 118. | The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these presents regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Clause.   | Proceedings at Committee meetings.                            |
| 119. | All acts done by any meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment of any such Director, or person acting as aforesaid or that they or any of them were disqualified or had vacated office, or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.  | Validity of acts of Directors in spite of some formal defect. |

## BORROWING POWERS

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| 120. | The Directors may borrow or raise from time to time for the purpose of the Company or secure the payment of such sum as they think fit and may secure the repayment or payment of such sums by mortgage or charge upon all or any of the property or assets of the Company or by issue of debenture (whether at par or at a discount or premium) or otherwise as they may think fit. | Directors borrowing powers. |
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## GENERAL POWERS OF DIRECTORS

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| 121. | The business of the Company shall be managed by Directors who may exercise all such powers of the Company as are not by the Act or by these presents required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by Special Resolution of the Company, but no regulation so made by the Company shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Clause shall not be limited or restricted by any special authority or power given to the Directors by any other Clause provided that any sale of the Company's main undertaking shall be subject to ratification by the members in General Meeting. | General power of Directors to manage Company's business. |
| 122. | The Directors may establish any local Boards or Agencies for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may appoint any persons to be members of such Local Boards, or any Managers or agents, and may fix their remuneration, and may delegate to any Local Boards, Manager or Agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any Local Boards, or any of them, to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealings in good faith and without notice of any such annulment shall be affected thereby. | Power to establish local Boards, etc.                    |
| 123. | The Directors may from to time and at anytime by power of attorney under the seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Directors may think fit, and may also authorise any such Attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.   | Power to appoint Attorneys.                              |
| 124. | The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad, and such powers conferred by the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.  | Power to have a seal for use abroad.                     |
| 125. | The Company, or the Directors on behalf of the Company, may in exercise of the powers in that behalf conferred by the Act cause to be kept, a branch register or Register of Members and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit respecting the keeping of any such register.  | Power to keep a Branch register.                         |
| 126. | All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipt for moneys paid to the Companies, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.   | Signature of cheques and bills.                          |

## **SECRETARY**

127. The Secretary shall, and a Deputy or Assistant Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary, Deputy or Assistant Secretary so appointed may be removed by them, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.
- Appointment of Secretary and Deputy or Assistant Secretary.

## **THE SEAL**

128. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf and every instrument to which the seal shall be affixed shall (subject to the provisions of this Constitution as to certificates for shares) be signed by a Director and by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.
- Formalities for affixing seal.

## **AUTHENTICATION OF DOCUMENTS**

129. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any document affecting the constitution of the Company and any resolution passed by the Company or the Directors, and any book, record, document and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any book, record, document or accounts are elsewhere at the office of the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.
- Power to authenticate documents.
130. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of the last preceding Clause shall be conclusive evidence in favour of all persons dealing with the company upon the faith thereof that such resolution has been duly passed or as the case may be that such extract is a true and accurate record of a duly constituted meeting of the Directors.
- Certified copies of resolution of the Directors.

## **DIVIDENDS AND RESERVES**

131. The distribution of dividends shall be in accordance with the Act but notwithstanding the Act, the Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as reserves as the Directors may from time to time think fit.
- The Directors may from time to time pay to the members such interim dividends as appear to the Directors be justified by the profits of the Company.
- The Company may also by Ordinary Resolution declare dividends but no dividends shall exceed the amount recommended by Directors.
132. Subject to the rights of holders of shares with special rights as to dividend (if any), all dividends shall be declared and paid according to the amounts paid on the shares in respect whereof the dividend is paid, but (for the purposes of this Clause only) no amount paid on a share in advance of calls shall be treated as on the share. All dividends shall be apportioned and paid pro rata according to the amounts paid on the shares during any portion or portions of the period in respect of which the
- Payment of dividends.
- Apportionment of dividends.

dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

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| 133. | If and so far as in the opinion of the Directors the profits of the Company justify such payments, the Directors may pay the fixed preferential dividends on any class of shares carrying a fixed preferential dividend expressed to be payable on fixed date on the half-yearly or other dates (if any) prescribed for the payment thereof by the terms of issue of the shares, and subject thereto may also from time to time pay to the holders of any other class of shares interim dividends thereon of such amounts and on such dates as they think fit.  | Payment of preference and interim dividends.           |
| 134. | Subject to the provisions of the Act where any assets, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits and bear the losses thereof, such profits or losses, as the case may be, shall, at the discretion of the Directors, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company and available for dividend accordingly. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest such dividend or interest when paid may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof. | Profit earned before acquisition of a business.        |
| 135. | No dividend or other moneys payable on or in respect of a share shall bear interest against the Company.  | Dividends not to bear interest.                        |
| 136. | The Directors may deduct from any dividend or other moneys payable to any member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or in connection therewith.   | Deduction of debts due to Company.                     |
| 137. | The Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.  | Retention of dividends on shares subject to lien.      |
| 138. | The Directors may retain the dividends payable on shares in respect of which any person is under the provisions as to the transmission of shares herein before contained to become a member, or which any person under those provisions is entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer the same.   | Retention of dividends on shares pending transmission. |
| 139. | All dividends unclaimed for more than one (1) year after having been declared shall be disposed off in accordance with the provisions of the Unclaimed Moneys Act, 1965.  | Unclaimed dividends.                                   |
|      | The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a share into separate account shall not constitute the Company trustee in respect thereof and any dividend unclaimed after a period of six years from the date of declaration of such dividend may be forfeited and if so shall revert to the Company.   |  |
| 140. | The Company may, upon the recommendation of the Directors, by Ordinary Resolution direct payment of a dividend in whole or in part by the distribution of specific assets and in particular of paid-up shares of debentures of any other company or in any one or more of such way; and the Directors shall give effect to  | Payment of dividends in specie.                        |

such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or an part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.

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| 141. | Subject to the approval being obtained from the members of the Company and the Listing Requirements, the Company may issue shares pursuant to a Dividend Reinvestment Scheme to all its members who are entitled to dividend in accordance with the provisions of the Act and any rules, regulations and guidelines there under or issued by the Exchange and any other relevant authorities in respect thereof.  | Dividend Reinvestment Scheme.   |
| 142. | Any dividend or other moneys payable in cash on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto as appearing in the Record of Depositors or paid via electronic transfer or remittance to the account provided by such member or person entitled thereto or to such persons and to such address as such member or person entitled thereto may in writing direct. Every such cheque or warrant or electronic transfer or account remittance shall be made payable to the order of the person to whom it is sent and the payment of any such cheque or warrant of electronic transfer or account remittance shall be a good discharge to the Company. Every such cheque or warrant or electronic transfer or account remittance shall be sent at the risk of the person entitled to the money represented thereby. | Dividends payable by cheque, electronic transfer or account remittance. |

## RESERVES

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| 143. | The Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper which, at the discretion of the Directors, shall be applicable for meeting contingencies or for the gradual liquidation of any debt or liability of the Company or for repairing or maintaining the works, plant and machinery of the Company or for special dividends or bonuses or for equalising dividends or for any other purpose to which the profits of the Company may properly be applied and pending such application may either be employed in the business of the Company or be invested. The Directors may divide the reserve into such special funds as they think fit, and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also without placing the same to reserve carry forward any profits which they may think it not prudent to divide. | Power to carry profit to reserve. |
|      |   | Power to carry forward profit.    |

## CAPITALISATION OF PROFITS AND RESERVES

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| 144. | The Company may, upon the recommendation of the Directors by Ordinary Resolution resolve that it is desirable to capitalise any sum standing to the credit or any of the Company's reserve accounts or any sum standing to the credit of profit and loss account or otherwise available for distribution, provided that such sum be not required for paying dividends, and accordingly that the Directors be authorised and directed to appropriate the sum resolve to be capitalised to the members holding Ordinary Shares in the proportions in which such sum would have been divisible amongst them had the same been applied been applicable in paying dividends and to apply such sum on their behalf, either in or towards paying up the amounts (if any) for the time being unpaid on any shares held by such members respectively, or in paying up in full unissued shares or debentures of the Company, | Power to capitalise profits. |
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such shares or debentures to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid or partly in one way and partly in the other.

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| 145. | Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriation and applications of the sum resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures (if any) and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members interested into an agreement with the Company providing for the allotment to them respectively credited as fully paid up of any further shares to which they may be entitled upon such capitalisation, and any agreement made under such authority shall be effective and holding on all such members. | Implementation of resolution to capitalise. |
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### MINUTES AND BOOKS

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| 146. | The Directors shall cause minutes to be made in books to be provided for the purpose:-  | Minutes.                           |
|      | (a) of all appointments of officers made by the Directors;  |                                    |
|      | (b) of the names of the Directors present at each meeting of Directors and of any committee of Directors; and   |                                    |
|      | (c) of all resolutions and proceedings at all meetings of the Company and of any class of members of the Company and of the Directors and committees of Directors.  |                                    |
| 147. | The Directors shall duly comply with the provisions of the Act and in particular the provisions in regard to registration of charges created by or affecting property of the Company, in regard to keeping a register of Directors and Secretaries, a Register of Members, a register of mortgages and charges, and a register of Directors' share and debenture holdings and in regard to the production and furnishing of copies of such registers and of any register of holders of debentures of the Company.                                 | Keeping of registers, etc.         |
| 148. | The Directors shall cause to be kept such books of accounts as are necessary to comply with the provisions of the Act.  | Directors to keep proper accounts. |
| 149. | The books of accounts shall be kept at the office, or at such other place within Malaysia as the Directors think fit, and shall always be open to the inspection of the Directors. No member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the Act or authorised by the Directors or by Ordinary Resolution of the Company.  | Inspection of books.               |
| 150. | The Directors shall in accordance with the provisions of the Act and the Listing Requirements cause to be prepared and issued the annual audited accounts, the Directors' and auditors' reports not later than four months after the close of the financial year of the Company. The Directors shall in accordance with the provisions of the Act and the Listing Requirements cause to be laid before a General Meeting of the Company the said audited accounts not later than six months after the close of the financial year of the Company. | Presentation of Accounts.          |

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| 151. | A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by law to be annexed thereto) together with a copy of every report of the Auditors relating thereto and of the Directors report in printed form or in electronic form shall not less than twenty one (21) days before the date of the General Meeting be sent or supplied to every member and to every securities holders, the Company and to every other person who is entitled to received notices of General Meeting from the Company under the provisions of the Act or of these presents; provided that this Constitution shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office. In the event that these documents are sent or supplied in electronic form and if a member requires a printed form of such documents, the Company shall send such documents to the member within four (4) Market Days from the date of receipt of the member's request and shall further comply with all such other conditions stipulated in the Listing Requirements in connection with the issuance of annual reports in electronic form. | Copies of accounts.         |
| 152. | Save as may be necessary for complying with the provisions of the Act or as the Company may by Special Resolution otherwise resolve, the Directors shall not be bound to publish any list or particulars of the securities or investments held by the Company or to give any information with reference to the same to any member.  | Particulars of investments. |

### AUDITORS

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| 153. | Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.  | Appointment of Auditors.   |
| 154. | Subject to the provisions of the Act all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointing not qualified for appointment. | Validity of acts of Auditors in spite of some formal defect.                   |
| 156. | The Auditors shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting which any member is entitled to receive, and to be heard at any General Meeting on any part of the business of the meeting which concerns him as Auditor.   | Auditors right to receive notices of and attend and speak at General Meetings. |

### NOTICE

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| 157. | For the purpose of interpreting of this Clause, the terms "Document", "Electronic means" and "Electronic form" shall have the meaning given under Clause 3. | Service of notices. |
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Subject to the Act, Listing Requirements, other relevant rules and regulations, all notices or Documents which are required to be provided to members or securities holders, shall be in writing, and shall be given either:

- (a) in hard copy;
- (b) in electronic form; or
- (c) partly in hard copy and partly in electronic form.

A notice or Document:

- (a) given in hard copy shall be sent to any member or securities holder either personally or by post to the address supplied by the member or securities holder to Depository or the Company for such purpose; or
- (b) given in electronic form shall be transmitted to the electronic address provided by the member or securities holder to the Depository or the Company for such purpose or by publishing on the Company's website or by way of other electronic means as provided in this Constitution.

If the Company publishes notice of general meeting on the Company's website, the Company shall notify a member or securities holder of such publication and such notification shall be in writing and shall be given in hard copy or electronic form stating:

- (i) that it concerns a General Meeting;
- (ii) the place, date and time of the meeting; and
- (iii) whether the meeting is an annual general meeting.

The notice shall be made available on the website throughout the period beginning from the date of the notification until the conclusion of the General Meeting. The above procedures shall apply if the Company publishes notice of general meeting via other electronic means as provided in this Constitution.

If Company sends or supplies notices or Documents through electronic mail, there must be proof of electronic mail delivery. In the event of delivery failure, the Company shall send hard copy of the notices or Documents as soon as practicable.

The contact details of the members or securities holders as provided to the Depository shall be deemed the last known contact details provided by the members or securities holders to the Company for purposes of communication with the members or securities holders.

Where any member or securities holder requests for a hard copy of the notice or Document, the Company shall forward a hard copy of this notice or Document to the member or securities holder as soon as reasonably practicable after the receipt of the request, free of charge.

Where it relates to Document required to be completed by members or securities holders for a rights issue or offer for sale, the Company must send this Document through electronic mail, in hard copy or in any other manner as the Exchange may prescribe from time to time.

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| 158. Any member described in the Register of Members and on the Record of Depositors by an address not within Malaysia who shall from time to time give the Company and address within Malaysia at which notices may be served upon him, shall be entitled to have served upon at such address any notice to which he is entitled under this Constitution. | Members abroad may give an address for service.             |
| 159. If a member has no registered address within Malaysia and has not supplied to the Company an address within Malaysia for the giving of notices or sending of Document to him, a notice or Document, may be sent to him by airmail or electronic means.  | Members abroad may be served by airmail or electronic means |

160. A person entitled to a share in consequence of the death or bankruptcy of a member, upon supplying to the Company such evidence as the directors may reasonably require to show his title to the share, and upon supplying also an address within Malaysia for the service of notices, shall be entitled to have served upon him at such address any notice or document to which the member but for his death or bankruptcy would be entitled, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested in the share. Save as aforesaid any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these presents shall (notwithstanding that such member be then dead or bankrupt and whether or not the Company have notice of bankruptcy) be deemed to have been duly served in respect of any share registered in the name of such member as appearing in the Register of Members and on the Record of Depositors.
- Service of notices after death or bankruptcy of a member.
161. A notice or Document may be served by the Company either personally or by sending it through postal service to such members or securities holders or Directors at his registered address stated in the Register of Members or the Record of Depositors or the register of Directors as the case may be, in Malaysia or the address within Malaysia supplied by him to the Company for the purpose of giving of notice or sending Document to him. In proving service by postal services, it shall be sufficient to prove the notice or Document was properly sent and served.
- When service effected.
- A notice or Document to be served to Directors with an address outside Malaysia, shall be forwarded by courier service or electronic means.
- A notice or Document, may also be served, sent or supplied by electronic mail to an address supplied by member or securities holder or Director, is deemed to have been served immediately after the time of delivery, without any non-delivery notification or error message generated by the relevant server at that point of time and in proving service, it is sufficient to prove that the communication was properly addressed and sent.
- A member or securities holder shall be implied to have agreed to receive such notice or Document by way of electronic means. However, member or securities holder is given right to request for a hard copy for such notice, Document and the Company shall forward a hard copy of such notice or Document to the member within reasonable practicable timeframe.
- If a notice or Document is served by means of publication at website or other electronic means as provided in this Constitution, such notice or Document is deemed served or sent to the member or securities holder immediately after the necessary notification of such notice or Document is published or made available via electronic means as required under the Act, Listing Requirements and this Constitution, is sent to the member or securities holder.
- If a notice or Document is serviced by means of publication in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper or in writing to the Exchange, it shall be deemed to have been given or received by the intended recipient when it was first published in such daily newspaper or the Exchange's website.
162. Any notice on behalf of the Company or of the Board of Directors shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Company.

## WINDING UP

163. If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the court) the Liquidator may, with the authority of a Special Resolution, divide among the members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes as between the members or different classes or members. The Liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares in respect of which there is a liability.
- Distribution of assets in specie.
- Save that this Clause shall be without prejudice to the rights of holders of shares issued upon special terms and conditions the following provisions shall apply:-
- (a) If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital such assets shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the shares held by them respectively; and
- (b) If in a winding-up the assets available for distribution shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed among the members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the shares held by them respectively.
164. Subject to the provisions of the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.
- Indemnity of Directors and Officers.
165. The Company shall have the power to lodge electronically with the Registrar of Companies, at the sole and absolute discretion of the Company, any and all documents so allowed to be lodged electronically by the Registrar of Companies pursuant to the payment by the Company of the requisite fee.
- Electronic lodgement of documents.

## EFFECT OF EXCHANGE CONTROL LEGISLATION

166. Whether under this Constitution, a member is given the right to purchase or subscribe for any shares in the Company, the said provisions shall apply if and to the extent any necessary consent or permission by the Controller of Foreign Exchange of Malaysia is granted, and unless such consent or permission is granted, the relevant Clauses shall be read and construed as if all reference to the member concerned had been omitted therefrom.
- Exchange control.
167. (i) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
- Effect of the Listing Requirements.
- (ii) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.

- (iii) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (iv) If the Listing Requirements require this Constitution to contain a provision and they do not contain such a provision, this Constitution are deemed to contain that provision.
- (v) If the Listing Requirements require this Constitution not to contain a provision and they contain such a provision, this Constitution are deemed not to contain that provision.
- (vi) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution are deemed not to contain that provision to the extent of the inconsistency.